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 SANDISK CORPORATION

Attorneys for Defendant/Counterclaimant
 LSI CORPORATION and Counterclaimant
 AGERE SYSTEMS INC.

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

SANDISK CORPORATION,

Plaintiff,

v.

LSI CORPORATION,

Defendant.

Case No. C09-02737 WHA

**STIPULATION AND ~~PROPOSED~~
 ORDER OF DISMISSAL OF CLAIMS
 AND COUNTERCLAIMS WITH
 PREJUDICE**

Judge: Hon. William Alsup
 Courtroom 9, 19th Floor

Date Filed: June 19, 2009
 Trial Date: November 8, 2010

**LSI CORPORATION AND AGERE
 SYSTEMS INC.,**

Counterclaimants,

v.

SANDISK CORPORATION,

Counterdefendant.

Plaintiff SanDisk Corporation ("SanDisk") and Counterclaimants LSI Corporation and Agere Systems Inc. (collectively, "LSI") hereby inform the Court that they have reached an agreement on the terms of dismissal of the actual and potential claims and counterclaims relating to the dispute in the above-titled action and hereby submit this Stipulation of Dismissal and request for an Order dismissing this action with prejudice.

Pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, the parties hereby stipulate to dismiss with prejudice all claims and counterclaims asserted at any time or proposed to be asserted by the parties in this action. The parties further stipulate that this Court shall retain jurisdiction to enforce the terms of settlement agreement between the parties in this action.* The parties agree that each party will bear its own costs and attorneys' fees incurred in connection with this action.

SO STIPULATED.

Dated: March 19, 2010

JONES DAY

By: /s/ Gregory L. Lippetz
Gregory L. Lippetz

Attorneys for Plaintiff
SANDISK CORPORATION

In accordance with General Order No. 45, Section X(B), the above signatory attests that concurrence in the filing of this document has been obtained from the signatory below.

Dated: March 19, 2010

THOMPSON & KNIGHT LLP

By: /s/ Richard L. Wynne
Richard L. Wynne

Attorneys for LSI CORPORATION AND
AGERE SYSTEMS INC.

* The undersigned will only retain jurisdiction for three years.

~~PROPOSED~~ ORDER

PURSUANT TO THE STIPULATION, IT IS SO ORDERED. **THE CLERK SHALL
CLOSE THE FILE.**

Dated: March 19, 2010. _____

By _____
THE HONORABLE WILLIAM ALSUP
United States District Judge
Northern District of California

